

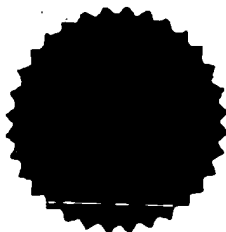
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AVIRON", CHANGING ITS NAME FROM "AVIRON" TO "MEDIMUNE VACCINES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 2002, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1712941

DATE: 04-10-02

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 04/10/2002
020228733 - 2600915

AVIRON**CERTIFICATE OF AMENDMENT TO AMENDED
AND RESTATED CERTIFICATE OF INCORPORATION**

AVIRON, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Board of Directors of the Corporation, acting by the Written Consent of its Sole Director, duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "GCL"), resolutions setting forth this proposed Amendment to the Amended and Restated Certificate of Incorporation of said Corporation and declaring said Amendment to be advisable and directing that such Amendment be presented to the sole stockholder of the Corporation for consideration and approval:

2. The stockholder of the Corporation, acting by the Written Consent of its Sole Stockholder, approved and adopted this proposed Amendment to the Restated Certificate of Incorporation of said Corporation in accordance with Section 242 of the GCL:

3. Article 1 of the Amended and Restated Certificate of Incorporation of the Corporation, dated January 15, 2002, is hereby amended to read in full as follows:

"The name of the Corporation is: MediImmune Vaccines, Inc."

04/10/2002 13:45 212-259-7302
FROM CORPORATION TRUST 302-655 5049

DEWEY BALLANTINE LLP
(WED) 4.10.02 11:47 11:47 NO. 4862069309 F 4

IN WITNESS WHEREOF, AVIRON has caused this Certificate to be signed by
David M. Mott, Chief Executive Officer, this day 8 of April 2002.

AVIRON

By: 

David M. Mott
Chief Executive Officer

NY-409404.3

04/10/2002 18:54

212-259-7302

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DEWEY BALLANTINE LLP

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